Wolverhampton Homes Annual General Meeting

16 September 2026

Time 9.30 am **Public Meeting?** YES **Type of meeting** Wolverhampton Homes

Venue Wednesfield Office, Alfred Squire Road, Wednesfield, WV11 1XU

Membership

Councillor Micky Thomas
Councillor Paul Appleby
Councillor Tersaim Singh
Councillor Zareena Russell
Darshan Chatha
Hannah Semple
Mark Ansell
Matthew Tschubenko
Ranjit Kaur
Theresa Phillips

Information

If you have any queries about this meeting, please contact:

Contact Business Assurance team
Tel/Email 01902 552956; WHSBusinessAssurance@wolverhamptonhomes.org.uk
Address Wednesfield Office, Alfred Squire Road, Wednesfield, WV11 1XU

Copies of other agendas and reports are available from:

Website https://wolverhamptonintranet.moderngov.co.uk

Agenda

Item No.	*Title*
1	**Apologies**
2	**Declarations of interest**
3	**City of Wolverhampton Council Shareholder update (verbal) - Charlotte Johns, Executive Director of Place**
4	**Wolverhampton Homes - ALMO update (verbal) - Shaun Aldis, Chief Executive**
5	**Minutes of previous AGM - 24 September 2025** (Pages 3 - 10)
6	**Matters arising**

FOR DECISION

7	**Governance Arrangements - Nicky Devey, Head of Business Services** (Pages 11 - 32)

MINUTES

Meeting: **Annual General Meeting (AGM)**

Date: **Wednesday 24 September 2025**

Venue: **Wednesfield Boardroom, Wednesfield Office, Alfred Squire Road, Wednesfield, Wolverhampton**

Time: **09:30 am**

Members in attendance: -

Councillor Paul Appleby	-	Board member (Councillor)
Councillor Sally Green	-	Board member (Councillor)
Councillor Zareena Russell	-	Board member (Councillor)
Darshan Chatha	-	Board member (Independent) – joined at 10:10am
Hannah Semple	-	Board member (Independent) – Teams
Mark Ansell	-	Board member (Independent) – Teams
Mathew Tschubenko	-	Board member (Tenant)
Ranjit Kaur	-	Board member (Independent)
Victor Browne	-	Board member (Tenant) – Chair

Staff in attendance: -

Shaun Aldis	-	Chief Executive
Julie Haydon	-	Director – Corporate Services (Company Secretary)
Angela Barnes	-	Director – Homes and Communities
Ian Gardner	-	Director – Property
James Howse	-	Interim Director – Finance
Jessica Whitehouse	-	Business Assurance Manager (Notes)
Nicky Devey	-	Head of Business Services

Staff in attendance – City of Wolverhampton Council: -

Charlotte Johns	-	Executive Director of Economy
Jenny Lewington	-	Deputy Director of City Housing

External Audit in attendance – Grant Thornton: -

James McLarnon	-	Grant Thornton External Audit Partner

Regulator of Social Housing – Inspection team: -

Raina Mason	-	Teams
Jamie Sanderson	-	Teams
Julia Cook	-	Teams

OBSERVERS: -

Teresa Phillips	-	Observer

1.0 1.1	**Apologies** - Councillor Tersaim Singh – Board Member – Councillor	
2.0 2.1	**Declarations of Interest** - Victor Browne – Tenant Board Member - Matthew Tschubenko – Tenant Board Member Noted: No specific conflict of interest identified.	
3.0 3.1	**Welcome and introductions** Board members were notified of the attendees and observers present.	
4.0 4.1 4.1.1 4.2	**CWC - shareholder update [verbal] – Charlotte Johns, Executive Director of Economy** A shared statement was detailed with confirmation provided that this had been endorsed by Councillor Evans, Portfolio Holder for City Housing, covering areas including: - Financial challenges faced by the council and Wolverhampton Homes. - Joint approach to managing budgets particularly in relation to the management of the Housing Revenue Account. - Examples of areas of work including regulation and service delivery. - Continued commitment to partnership working. - Reflection on the positive work happening across the ALMO. **Action: Statement to be shared for circulation.** Board members thanked CWC for their ongoing support.	**CJ**
5.0 5.1	**Wolverhampton Homes - ALMO update [Verbal] - Shaun Aldis, Chief Executive** Update on the ALMO was shared with details covering: - Positive joint working relationship with the council – working closely with the City council to ensure joined up service provision where possible, from a regulatory, customer and staffing perspective particularly in how data is used. - Financial work being undertaken with the support of the Board in relation to the Cost Improvement Plan and ongoing financial pressures. - Cost effective measures balanced with meeting regulatory requirements include Consumer Standards. - The delivery of good quality core services to our customers.	

	- Challenges to be met, not only from a financial perspective, where the current focus is on making financial reductions and efficiencies, but to ensure that WH remains fit for purpose to enable continued delivery of the growing demands from customers. - WH remaining ambitious in seeking new ways of working, in continuing to enhance the digital offer, whilst providing contact and service delivery to those who need it either face to face, out on our estates or over the phone. - Opportunities to maximise joint working arrangements with the council, particularly from a governance perspective. - Mobilised a number of areas over the last two years, including preparation to be inspection ready, supporting the Shareholder in this process and to understand our business in such a way that enables WH to showcase the positive work in relation to our customers and in meeting regulatory requirements.	
5.2	Wolverhampton Homes has a wide range of key priorities to deliver against in the next 12 months, and are committed to our core values and to customer focus and compliance: - Capital programme – safe and healthy homes, sustainable. - Customer Voice – including Community engagement / Customer Influence, the Customer Involvement Panel, Let's Talk etc. - Compliance (both asset H&S and Regulatory). - Digital agenda. - Domestic Abuse – recent DAHA accreditation. - Financial planning – with support from the Interim Director of Finance, finances have been rigorously reviewed as part of the Cost Improvement Planning to make efficiencies where possible. - Commitment to customers – demonstrating housing is not just about bricks and mortar, it is about providing a safe and nurturing environment where our customers and their families and our communities can thrive. - Future planning – to deliver fit for purpose services.	
5.3	Reference made to the importance of WH Board members was noted in being paramount to making key decisions and holding the company to account in the delivery of its services.	
5.4	Thanks were given to members for their time and commitment in the role as Board members.	
6.0	**Minutes of previous AGM meeting - 11 September 2024**	
6.1	Board members noted the minutes of the previous AGM. These were previously agreed at the December 2025 Board meeting.	

7.0	**Matters arising**	
7.1	No matters arising were detailed.	
Decision items		
8.0	**Governance Arrangements - Wolverhampton Homes - Nicky Devey, Head of Business Services**	
8.1	Board members were advised that this element of the report presentation would be read out for confirmation purposes with details shared in relation to: - Board membership was confirmed including a welcome to Teresa Phillips – new tenant Board member. - Board members were advised of the Board of the Chair nominations. - Board members were advised of the Board and Committee dates for 2026 - 2027 which were included within the pack. Feedback on dates was invited from Board members. - Board membership to be confirmed at the start of the Open Board meeting. - Requirement individual Board members to take action to complete the Companies House verification requirements.	
8.2	<u>Nominations</u> Board membership – Tenure of Councillor, Tenant and Independent appointments was shared.	
8.2.1	**Action: Board members to complete the nominations prior to the Open Board meeting.**	**Board**
8.3	<u>Discussion:</u> When recruiting for the vacant tenant roles, if there were no successful candidates, WH would continue the Board membership as it is in the interim – and it is understood that this puts pressure on other Board members. Board members were advised that there has been interest shown in the early part of the recruitment.	
8.4	The Articles of Association are clear in reflecting the membership should be made up of twelve members, four from each (Independent / Councillor / Tenant) with no current plans to change this. Any proposed changes would be presented to Board for approval.	
8.5	Thanks were given to VB for the contribution both as Chair and Member of the Wolverhampton Homes Board over a number of years, for the positive challenge on behalf of customers, and for the knowledge and experience shared with the company to help shape and inform services for our customers.	

8.6	VB thanked WH staff, Board members and the Council in the work being done to ensure tenants are heard and passed on best wishes for the future of the ALMO and Board recruitment. **Resolved:** **Board members and the Shareholder approved the:** - **Confirmation of Board Membership to be provided - detailed at Appendix 1.** - **Election of Board Chair and Vice-chair / Committee Chair(s) and Member Responsible for Complaints (MRC) - detailed at Appendix 2 – to be confirmed at the Open Board meeting.** - **WH Board and Committee – proposed dates 2026 - 2027 detailed at Appendix 3.** - **Approval for the Terms of Reference detailed at Appendices 4 to 6 for the:** - **Wolverhampton Homes Board** - **Audit and Business Assurance Committee** - **Communities and Service Delivery Committee** - **Board member one to one dates detailed at Appendix 7** **Board members noted the:** - **Action required by individual Board members for compliance with Companies House verification requirements** - **Company's ongoing Governance Arrangements**	
External Audit Items		
9.0	**Summary of audit risks - External Audit - James McLarnon, Grant Thornton**	
9.1	Board members were updated on the ongoing external audit activity, with confirmation provided that an update will be provided to the next ABA Committee with the final accounts to be presented to Board in December 2025.	
9.2	Grant Thornton anticipates the opinion to be unmodified which is a positive result noting there is nothing of concern to report to the Board.	
9.3	Board members were reminded of the importance of providing the requested information in regard to related parties. Previously this only required the Declaration of Interest to be provided annually, however, this year, it is a requirement for the related parties information to be confirmed. This is to gain an understanding of Board members' close family members which is referred to in accounting standards.	
9.3.1	**Action: Board members to complete the related parties information and submit to Grant Thornton.**	**All**
9.4	West Midlands Pension Fund (WMPF) provide Grant Thornton with an annual update, to give assurance on the work done around pensions.	

9.5	Work is still being completed in regard to income and continued liaison with CWC Finance is ongoing to resolve any outstanding items. The Going Concern is substantially complete – at the time this report was written, it was noted that Grant Thornton were awaiting the letter of support from CWC, and this has now been received.	
9.6	Letter of representation to be signed – requesting standard representation so nothing of specific concern for Board members to sign off.	
9.7	Grant Thornton has not been made aware of any incidents regarding fraud and are not aware of any related parties' transactions that have not been disclosed. Grant Thornton are not aware of non-compliance with laws or regulations.	
9.8	<u>Questions / comments</u> In terms of continued assurance, Board were referred to Page 34 – referencing reporting against established risks and confirmation that there is assurance. The audit also includes standard risks that are reviewed annually and there is no cause from concern in this area. Board queried whether risks under the auditing standards are presumed to be present in all entities. Board were advised that Grant Thornton work on this for all clients. It was confirmed that as the majority of the company's income is via the contractual agreement with City of Wolverhampton Council, the risk of fraud is quite low and would be hard for the company to manipulate the revenue. **Resolved: Board Members noted the update from Grant Thornton, External Audit in relation to the Summary of Findings.**	
10.0	**Any other business**	
10.1	Changes to Board Chair and membership – Shaun Aldis, Chief Executive.	
10.1.1	Thanks were given to VB who leaves WH Board today, for the support towards the company over a number of years, which have seen a number of challenges, not least the raft of new legislation and regulation, challenges with delivering services to tenants. Thanks also reflected the work that VB has invested in Heath Town, which supported the focus on customers throughout.	
10.2	Assurance was given that WH will continue to provide great services to customers and that the future is a positive one, including the joint work with City of Wolverhampton Council (CWC).	

10.3	VB thanked everyone for the support given and offered thanks to the backroom staff that not everyone gets to meet, but who put in the effort and are working hard to ensure WH is a well-oiled machine. VB commented on how proud they were to have been part of it.	
11.0 11.1	**Date of next meeting** To be confirmed (16 September 2026).	

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Board Report

	Agenda Item 7
	16 September 2026 **Governance Arrangements**
	AGM Report
Status:	For Decision
Author and job title:	Nicky Devey – Head of Business Services
Contact No:	07773 192830
Recommendations:	**Board members and the Shareholder are asked to approve the:** **1. Confirmation of Board Membership - detailed at Appendix 1.** **2. Confirmation of Wolverhampton Homes Board roles detailed at Appendix 2.** **3. WH Board and Committee – proposed dates 2026 - 2027 detailed at Appendix 3.** **4. Approval for the Terms of Reference detailed at Appendices 4 to 6 for the:** • **Wolverhampton Homes Board** • **Audit and Business Assurance Committee** • **Communities and Service Delivery Committee** **Board members are asked to note the:** **1. Company's ongoing Governance Arrangements**
Key risks and contentious issues:	That the Board and Committees of Wolverhampton Homes are structured to ensure Board Members are able to discharge their leadership responsibilities; make strong and effective strategic decisions; and to hold Senior

	Management to account for the operational delivery of Wolverhampton Homes business. The Board must provide adequate assurance to its shareholder and wider stakeholder groups that it is effective in its operation and able to respond effectively to the anticipated future regulatory framework.

Management Summary

1.0 Purpose

1.1 Wolverhampton Homes is required to have a strong governance structure in place to provide assurance to Board members that the company is delivering in line with the company's Articles of Association.

1.2 At each Annual General Meeting, the Board Chair and Vice Chair and Committee Chair(s) and Member Responsible for Complaints are nominated and confirmed for the following year.

1.3 This report seeks Board confirmation of the following:

- Confirmation of Board Membership - detailed at Appendix 1.
- Election of Board Chair and Vice-chair / Committee Chair(s) / Board member for complaints – noting the proposed changes detailed at Appendix 2.
- WH Proposed Board and Committee – proposed dates 2026 – 2027 - detailed at Appendix 3.
- Approval for the Wolverhampton Homes Board, Audit and Business Assurance Committee and Communities and Service Delivery Committee Terms of Reference - detailed at Appendix 4 to 6.

1.4 Board are asked to note the Company's ongoing Governance arrangements. It is confirmed that there have been no items escalated to Board from either Audit and Business Assurance Committee or Communities and Service Delivery Committee over the last 12 months.

2.0 Background

2.1 Wolverhampton Homes' governance arrangements provide the framework through which Board members discharge their responsibilities as company directors, including their statutory duties under the Companies Act 2006. These include the duty to act within the company's powers, promote the success of the company, exercise independent judgement, apply reasonable care, skill and diligence, and avoid conflicts of interest. A clear and effective governance structure ensures that decision-making is transparent,

accountable and aligned to the company's Articles of Association, Management Agreement, shareholder expectations and wider legal and regulatory obligations.

2.2 The Board and its Committees play a key role in ensuring appropriate oversight of performance, risk, assurance, service delivery and financial stewardship. Clear Terms of Reference support the effective delegation of responsibilities, avoid duplication, and ensure matters are considered at the right level. This enables the Board to maintain strategic oversight while receiving appropriate assurance that Wolverhampton Homes is operating effectively, meeting its obligations to the City of Wolverhampton Council as shareholder, and responding to the expectations of the wider social housing regulatory framework.

3.0 Governance Framework

3.1 The Governance Structure comprises of Wolverhampton Homes Board, Audit and Business Assurance Committee, and Communities and Service Delivery Committee for which Board are required to undertake an annual review of the associated Terms of Reference. This supports the underpinning of delivery against the regulatory and statutory framework.

3.2 When required, additional confidential matters can be added to any of the above agendas to support effective and timely decision making if needed.

3.3 Board members are asked to note, for strengthened assurance to its shareholder, Wolverhampton Homes will continue to report to the City of Wolverhampton Council Linked Bodies Shareholder Board.

4.0 Companies House verification requirements

4.1 Verification rules which came into effect November 2025, require companies to ensure that all company directors and people with significant control (PSCs) have verified their identity. Individuals can verify their identity digitally or in person at a Post Office. All Board members are required to complete this process before they can be added as a Director to Companies House.

5.0 Financial and value for money implications

5.1 Board members are integral to the strategic financial decisions of the company for it to operate in an efficient and value for money way to ensure best use of the management fee (Housing Revenue Account) in meeting the requirements of the Management Agreement.

5.2 It is intended that Wolverhampton Homes continue to use the external auditors used by the City of Wolverhampton Council.

6.0 Legal and regulatory implications

6.1 The governance framework underpins the Company's Articles of Association. Wolverhampton Homes Board is required to operate within Companies House requirements and the wider regulatory and legal framework to meet its legal obligations.

7.0 Human resources implications

7.1 Board members are supported to maintain the knowledge, skills and understanding required to fulfil their governance responsibilities effectively. The annual review of skills, training and development needs informs induction, ongoing learning and succession planning, ensuring the Board and Committees retain the collective capability required to provide effective challenge, scrutiny and assurance.

8.0 Health and safety implications

8.1 Board Members have significant responsibilities for health and safety for Wolverhampton Homes as an employer through the delivery of its operational services.

9.0 Equalities implications

9.1 Has an equality impact assessment been carried out? **Not applicable**

9.2 Explanation: Where specific activity is undertaken an EIA would be considered.

10.0 Impact on the environment and community

10.1 Board members will consider the impact on the environment and community to inform its strategic decision making.

11.0 Long term consequences for the company

11.1 The Articles of Association enable a planned and consistent approach to ensuring business decisions are presented and considered appropriately and in a timely manner by the relevant Board or Committee.

11.2 Wolverhampton Homes to continue to support the council in the delivery of its strategic aims under the terms of the management agreement.

12.0 Impact on business relationships with suppliers, customers and others

12.1 In fulfilling its governance and business requirements, Wolverhampton Homes aims to engage with customers to understand their needs to ensure services are designed with that in mind.

13.0 Impact on Wolverhampton Homes' Management System

13.1 Will any new policy or policy updates have an impact on the management system? Yes – will be actioned by 30 September 2025.

14.0 Appendices

14.1 Appendix 1: Confirmation of Board Membership

14.2 Appendix 2: Confirmation of Wolverhampton Homes Board roles

14.3 Appendix 3: WH Proposed Board and Committee dates 2026 - 2027

14.4 Appendix 4: Terms of Reference - Wolverhampton Homes Board

14.5 Appendix 5: Terms of Reference - Wolverhampton Homes Audit and Business Assurance Committee

14.6 Appendix 6: Terms of Reference - Wolverhampton Homes Communities and Service Delivery Committee

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Appendix 1 - Confirmation of Board Membership

The Company's Articles of Association determine the arrangements for the rotation, retirement and selection of Board members. This also meets the expectation of the shareholder under the Management Agreement. All changes are reflected on Companies House.

Details of Membership as of 16 September 2026

The Shareholder is asked to confirm Membership of Wolverhampton Homes Board, as of today's Annual General Meeting as follows:

Councillor Board Members

Name	Board member	Start date	Anticipated tenure end date
Councillor Micky Thomas	Councillor	24 June 2026	Not applicable under the Articles of Association
Councillor Paul Appleby	Councillor	13 June 2024	Not applicable under the Articles of Association
Councillor Tersaim Singh	Councillor	20 May 2025	Not applicable under the Articles of Association
Councillor Zareena Russell	Councillor	17 May 2017	Not applicable under the Articles of Association

Tenant Board Members

Name	Board member	Start date	Anticipated tenure end date
Matthew Tschubenko	Tenant	11 September 2024	11 September 2027
Pallavi Priya	Tenant	16 September 2026	16 September 2029
Paula McInally	Tenant	16 September 2026	16 September 2029
Theresa Phillips	Tenant	24 September 2025	24 September 2028

Independent Board Members

Name	Board member	Start date	Anticipated tenure end date
Darhan Chatha	Independent	07 February 2024	07 February 2027
Kevin Fyffe	Independent	16 September 2026	16 September 2029
Mark Ward	Independent	16 September 2026	16 September 2029
Ranjit Kaur	Independent	11 September 2024	11 September 2027

To note: should there be an in-year Board member resignation, recruitment and selection would take place in line with the Articles of Association.

Board Tenure

As per the company's Standing Orders, Board Members shall be appointed for a fixed term of office of up to three years but may be reappointed up to a maximum term of six consecutive years. In exceptional circumstances a Board Member who has served six consecutive years or more may be reappointed for a further term of office of one year at a time up to an absolute maximum of nine consecutive years, excluding Councillor members as they are appointed solely by the shareholder.

Changes over the last 12 months

Over the last 12 months - the following changes to Wolverhampton Homes Board membership have taken place:

Name	Board member	Information
Sally Green	Councillor	Resigned from the Board May 2026
Paul Appleby	Councillor	Acting Chair of the Board and Audit & Business Assurance Committee May 2026
Micky Thomas	Councillor	Appointed to Board 24 June 2026
Hannah Semple	Independent	Resigned September 2026
Mark Ansell	Independent	Resigned September 2026
Pallavi Priya	Tenant	To be appointed to Board September 2026
Paula McInally	Tenant	To be appointed to Board September 2026
Kevin Fyffe	Independent	To be appointed to Board September 2026
Mark Ward	Independent	To be appointed to Board September 2026

Appendix 2 - Confirmation of Wolverhampton Homes Board roles

1. Board roles

Board members are asked to support the nomination on the election of the following based on the expressions of interest received.

- Board Chair
- Board Vice Chair
- Audit and Business Assurance Chair
- Communities and Service Delivery Chair

2. Expressions of interest received for Wolverhampton Homes Board roles

- Board Chair
  - Councillor Paul Appleby – Councillor Board member
  - Councillor Tersaim Singh – Councillor Board member
  - Teresa Phillips – Tenant Board member

- Board Vice Chair
  - Councillor Paul Appleby – Councillor Board member
  - Matthew Tschubenko – Tenant Board member
  - Teresa Phillips – Tenant Board member

- Audit and Business Assurance Committee Chair
  - Councillor Tersaim Singh – Councillor Board member

- Communities and Service Delivery Committee Chair
  - Teresa Phillips – Tenant Board member

The Shareholder is asked to ratify the decision and confirm Wolverhampton Homes Board roles based on Board member nominations.

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Appendix 3 – WH Proposed Board and Committee dates 2026- 2027

Board meetings will take place in person where possible, with the option of attending via Teams where due to unforeseen or extenuating circumstances, individuals are unable to attend in person.

Committee meetings are conducted as hybrid (in person attendance / Microsoft Teams) noting face to face attendance is preferable.

Board Meetings:

Meeting	Date	Time (hrs)
Board meeting	Wednesday 09 December 2026	09:30 – 13:00
Board Meeting	Wednesday 03 March 2027	09:30 – 13:00
Board Meeting	Wednesday 23 June 2027	09:30 – 13:00
Annual General Meeting and Board Meeting	Wednesday 15 September 2027	09:30 – 13:00
Board Meeting	Wednesday 08 December 2027	09:30 – 13:00

Board Strategy sessions:

Meeting	Date	Time (hrs)
Board Strategy session	Wednesday 09 December 2026	13:30 – 16:00
Board Strategy session	Wednesday 03 March 2027	13:30 – 16:00
Board Strategy session	Wednesday 23 June 2027	13:30 – 16:00
Board Strategy session	Wednesday 15 September 2027	13:30 – 16:00
Board Strategy session	Wednesday 08 December 2027	13:30 – 16:00

Audit and Business Assurance Committee (ABA):

Meeting	Date	Time (hrs)
Internal Audit pre-meet	Wednesday 11 November 2026	09:45 – 10:00
ABA Committee	Wednesday 11 November 2026	10:00 – 12:00
Internal Audit pre-meet	Wednesday 10 February 2027	09:45 – 10:00
ABA Committee	Wednesday 10 February 2027	10:00 – 12:00
Internal Audit pre-meet	Wednesday 12 May 2027	09:45 – 10:00
ABA Committee	Wednesday 12 May 2027	10:00 – 12:00
Internal Audit pre-meet	Wednesday 11 August 2027	09:45 – 10:00
ABA Committee	Wednesday 11 August 2027	10:00 – 12:00
Internal Audit pre-meet	Wednesday 10 November 2027	09:45 – 10:00
ABA Committee	Wednesday 10 November 2027	10:00 – 12:00

Communities and Service Delivery Committee (CSD):

Meeting	Date	Time (hrs)
CSD Committee	Wednesday 14 October 2026	10:00 – 12:00
CSD Committee	Wednesday 27 January 2027	10:00 – 12:00
CSD Committee	Wednesday 24 February 2027	10:00 – 12:00
CSD Committee	Wednesday 09 June 2027	10:00 – 12:00
CSD Committee	Wednesday 10 November 2027	10:00 – 12:00

To note: dates have been arranged taking into consideration the Council's municipal diary and may be subject to change.

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Appendix 4

Wolverhampton Homes Board Draft Terms of Reference	
Committee Structure	
Twelve members, with four members representing each area:	○ Councillor ○ Independent ○ Tenant
Committee Leadership	
Chair	Appointed via Board nomination process at the Annual General Meeting (AGM).
Deputisation	Chair or Vice Chair of the Board or nominated member of the Committee.
Co-opt arrangements	Permitted as required as per the current Articles of Association.
Termination	The Board retain the power to terminate members of the committee in accordance with the current Articles of Association.
The Board Chair also assumes responsibility for:	○ Annual review of the Board and Committee Terms of Reference ○ Membership on the Board for Independent and Tenant members. ○ Obtaining Board nominations of members.
Terms	
Frequency of meetings	Up to four times per year.
Attendance (Board member)	Attendance required at all meetings in accordance with the Articles of Association.
Quorum – three members	One member from each group (Councillor, Independent, Tenant)
Decision making	Simple majority vote of Committee members or co-opted attendees. In the event of a deadlock, the Chair will have the casting vote. The Committee will receive input and presentation as necessary in order to be able to discharge its responsibilities.
Relationship with the Shareholder	
The Board operates within the powers delegated to it under the Articles of Association, the Management Agreement and any shareholder reserved matters or agreed governance framework. Matters reserved to the shareholder, or requiring shareholder consultation or approval, will be referred to the City of Wolverhampton Council in accordance with the agreed arrangements. The Board will maintain appropriate oversight of delivery against the Management Agreement, including performance, risk, compliance, customer outcomes and any material matters that may require escalation to, or discussion with, the shareholder.	

Responsibilities
The Wolverhampton Homes Board is responsible for ensuring that the company delivers its objectives in accordance with the Management Agreement with its shareholder, the City of Wolverhampton Council. The Board provides strategic leadership, oversight and assurance to ensure that the company meets its contractual, statutory and regulatory obligations, delivers high-quality housing services, and operates within a robust governance framework aligned to the Articles of Association. The Board will seek assurance from the Senior Management and Leadership Teams on the delivery of company priorities, including assurance that: - delegated responsibilities are delivered effectively by the Senior Leadership Team and reported back to the Board as required; - there is continued focus on medium-term financial planning, service redesign and efficiency programmes, including cost improvement planning; - strategic decisions are made in accordance with the company's objectives, Articles of Association, relevant consumer standards, regulatory codes and guidance in force; - there is appropriate oversight of the company's health and safety arrangements, including the responsibilities of Board members; - the company's risk management and assurance framework is effective and subject to regular Board scrutiny; and - activity is delivered against company priorities, including compliance, policy approval and internal and external audit requirements, by ensuring that: o Wolverhampton Homes complies with statutory and regulatory requirements, including the Consumer Standards and any new or emerging regulation; o strategic workforce and Human Resources matters, including service redesign, business planning and organisational capacity, are considered appropriately; o the Annual Internal Audit Programme is approved; o progress against compliance and improvement action plans is monitored and challenged, including actions arising from performance reviews, health and safety activity, internal or external audit, or other external assessments; o the company's complaints handling arrangements, complaints policy and learning from complaints are subject to effective oversight; and o independent specialist audit advice is obtained where required. The Board will discharge these responsibilities by: - establishing and approving the overarching risk management framework, strategic health and safety policy, and internal and external audit requirements; - ensuring the company meets its legal and statutory obligations under the Management Agreement and undertakes appropriate due diligence on behalf of its shareholder, the City of Wolverhampton Council; - ensuring decisions are made within delegated authority, with matters outside delegation or reserved to the shareholder escalated for appropriate consultation or approval; - approving and monitoring delivery of the company's Business Plan, ensuring alignment with shareholder priorities and the housing strategy; - supporting effective information flow between the Board and shareholder so that relevant strategic, financial, regulatory, risk and service delivery matters are shared in a timely way; - approving the cessation of commercial activity where required; - ensuring service redesign supports the delivery of strategic and shareholder objectives; - setting the company's risk appetite and ensuring appropriate controls are in place;

- providing procurement approvals and authorisations, including tender and notice to award decisions, in line with delegated authority;
- receiving and considering customer and tenant feedback, together with committee recommendations, to inform decision making; and
- contributing actively to Board and committee meetings through appropriate preparation, constructive challenge and effective participation.

Board members will act in accordance with their statutory duties under the Companies Act 2006, including the duties to promote the success of the company, exercise independent judgement, avoid or manage conflicts of interest, and act with reasonable care, skill and diligence.

Meeting preparation:
- The agenda, meeting materials and previous minutes should be made available at least 5 working days in advance of each meeting.
- Board members are expected to have read all relevant board / committee papers in advance, and to attend meetings prepared to contribute effectively.

Performance

An annual report shall be presented to Board to detail the prior year activity.

Review of Terms of Reference

To be reviewed annually, or earlier where required, to ensure they remain aligned to the Articles of Association, Board governance arrangements, statutory and regulatory requirements, the Management Agreement, the Company's risk profile and recognised standards of good governance. Any proposed amendments will be recommended to the Board for approval. Where amendments affect delegated authority, shareholder reserved matters, the Management Agreement or the relationship with the shareholder, appropriate consultation with the City of Wolverhampton Council will be undertaken before approval.

Forward Plan and Assurance Programme

The Board will maintain an annual forward plan aligned to the assurance framework, strategic risk register, cost improvement planning, health and safety assurance requirements, regulatory reporting requirements and the Business Plan. The forward plan will ensure that the Board receives timely assurance on key areas of risk, control, finances, compliance and performance, and that recurring governance requirements are scheduled appropriately throughout the year.

Independence and Conflicts of Interest

Board members are expected to act objectively and provide appropriate independent challenge. Members and attendees must declare any actual, potential or perceived conflicts of interest at the start of each meeting and in relation to specific agenda items, in line with the Code of Conduct, Articles of Association and relevant governance policies. Where members also hold elected member, Council officer or shareholder-related roles, they must be clear when acting in their capacity as a Board member and ensure any conflict between company duties and shareholder or Council interests is declared and managed. Where a conflict is identified, the Chair will determine the appropriate action, which may include withdrawal from discussion or decision-making.

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Appendix 5

Audit and Business Assurance Committee Draft Terms of Reference	
Committee Structure	
Six Board members – two from each group	- Councillor - Independent - Tenant
Committee Leadership	
Chair	Appointed via the Board nomination process at the Annual General Meeting (AGM).
Deputisation	Chair or Vice Chair of the Board or nominated member of the Committee.
Co-opt arrangements	Permitted as required.
Termination	The Board retain the power to terminate members of the committee in accordance with the Articles of Association.
Terms	
Frequency of meetings	Quarterly basis up to four times per year.
Attendance (Board member)	Attendance is required at all meetings.
Quorum – 3 members	- 1 member from each group (Councillor, Independent, Tenant)
Decision making	Simple majority vote of Board members with voting rights. The Committee will receive input and presentation as necessary in order to be able to discharge its responsibilities.
Purpose, Authority and Accountability	
The Audit and Business Assurance Committee operates under delegated authority from the Board and is accountable to the Board for providing independent oversight, scrutiny and assurance in relation to governance, risk management, internal control, audit and business assurance. The Committee will support the Board in ensuring that Wolverhampton Homes has effective arrangements in place to meet its strategic objectives, statutory obligations and recognised standards of good governance. The Committee will work collaboratively with the Council's Internal Audit team to support independent challenge, annual audit planning, effective oversight of audit outcomes and timely monitoring of agreed actions.	
Responsibilities	
The Audit and Business Assurance Committee is a key element of Wolverhampton Homes assurance and performance reporting arrangements that underpin good governance and	

financial standards. The Committee work to ensure the mission and values of Wolverhampton Homes are applied across all areas of business. It also oversees the work of Internal Audit, helping to ensure that efficient and effective assurance arrangements are in place. The key benefits of the Committee are:

- To provide scrutiny and assurance within the business objectives, Company's Articles of Association, relevant consumer standards, regulation and codes as applicable at the time.
- Supporting the development and delivery of strategy, policy and activity undertaken by Wolverhampton Homes.
- Monitoring the company's risk management, internal control and assurance arrangements, set against the current Business Plan and delivery plans, incorporating compliance, policy approval and internal audit by way of ensuring:

    - there is a robust framework to achieve continuous improvement and excellent service delivery to customers.
    - escalation to Board meeting agendas, matters it defines relevant or where there are cross cutting implications.
    - review and approval of the Annual Internal Audit Programme.
    - scrutiny of risks and compliance through regular monitoring.
    - Wolverhampton Homes are effective in meeting regulatory and statutory requirements against the Consumer Standards.
    - progress against compliance or improvement action plans arising from performance reviews, Health and Safety, Internal and External Audit or other external assessment.
    - independent specialist Audit advice as required.
    - monitoring of completion of Audit recommendations.

The agenda, meeting materials and previous minutes should be made available at least 5 working days in advance of each meeting. Committee members are expected to have read all documents prior to the meeting.

Reporting and Escalation

The Committee will report to the Board on matters within its remit, including key decisions, significant risks, assurance gaps, regulatory compliance issues and progress against agreed actions. Matters requiring Board decision, strategic direction or urgent attention will be escalated in a timely manner.

Independence and Conflicts of Interest

Committee members are expected to act objectively and provide appropriate independent challenge. Members and attendees must declare any actual, potential or perceived conflicts of interest at the start of each meeting and in relation to specific agenda items, in line with the Code of Conduct, Articles of Association and relevant governance policies. Where a conflict is identified, the Chair will determine the appropriate action, which may include withdrawal from discussion or decision-making.

Forward Plan and Assurance Programme

The Committee will maintain an annual forward plan aligned to the Board assurance framework, internal audit programme, compliance reporting timetable, regulatory reporting requirements and the Business Plan. The forward plan will ensure that the Committee receives timely assurance on recurring governance requirements throughout the year.

Review of Terms of Reference
The Terms of Reference will be reviewed annually, or earlier where required, to ensure they remain aligned to the Articles of Association, Board governance arrangements, statutory and regulatory requirements, the Company's risk profile and recognised standards of good governance. Any proposed amendments will be recommended to the Board for approval.
Committee Performance
An annual report shall be presented to the Board to demonstrate the Committee's prior year activity, delivery against the forward plan, key assurance outcomes, matters escalated, attendance, training or skills considerations and progress against agreed actions.

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Appendix 6

Communities and Service Delivery Committee Terms of Reference	
Committee Structure	
Six Board members – one from each area	- Councillor - Independent - Tenant
Committee Leadership	
Chair	Appointed via Board nomination process at the Annual General Meeting (AGM).
Deputisation	Chair or Vice Chair of the Board or nominated member of the Committee.
Co-opt arrangements	Permitted as required.
Termination	The Board retain the power to terminate members of the committee in accordance with the Articles of Association.
Terms	
Frequency of meetings	Quarterly basis up to four times per year.
Attendance (Board member)	Attendance required at all meetings.
Quorum – minimum of 3 members	- 1 member from each area (Councillor, Independent, Tenant)
Decision making	- Simple majority vote of Committee members or co-opted attendees. In the event of a deadlock, the Chair will have the casting vote. - The Committee will receive input and presentation as necessary in order to be able to discharge its responsibilities.
Responsibilities	
The committee will oversee the Company's arrangements for tenant influence and accountability, ensuring that tenants are provided with meaningful, accessible and inclusive opportunities to influence services, policies and priorities. This includes the monitoring of the company's performance against the current Business Plan and Performance framework – incorporating service performance, customer feedback and satisfaction, customer scrutiny and engagement by way of ensuring: - that tenants have meaningful opportunities to influence policies, service standards and strategic priorities. - there are effective engagement mechanisms in place, that are representative, accessible and effective.	

- ensuring there is a clear feedback loop so that tenants can see how their views have influenced decisions and service delivery.
- there is a robust framework to achieve continuous improvement and excellent service delivery to customers.
- performance data against key performance indicator targets is shared with tenants in a transparent and meaningful way, that supports accountability.
- scrutiny of customer feedback and learning, to ensure learning is applied to service improvement.
- themes, trends and lessons arising from complaints, compliments, feedback and tenant enquiries are reviewed, to ensure these inform service design and continuous improvement.
- opportunities to influence are fair, inclusive and accessible to the needs of tenants with different characteristics, circumstances and communication needs.
- the views of tenants are at the heart of the decision-making process to reflect the 'customer voice' is effectively heard.
- Wolverhampton Homes are effective in meeting regulatory and statutory requirements.
- escalation to Board meeting agendas, matters it defines relevant or where there are cross cutting implications.

The agenda, meeting materials and previous minutes should be made available at least 5 working days in advance of each meeting.

Committee Performance
An annual activity report shall be presented to Board on an annual basis to demonstrate the committee's accountability and effectiveness.